

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION (CINCINNATI)**

**IN RE:**

**ANDREW CULLEN, LLC**

**Debtor and Debtor in Possession.**

**Case No. 20-11715**

**Chapter 11  
Subchapter V**

**Judge Jeffery P. Hopkins**

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**DECLARATION OF ANDREW CULLEN IN SUPPORT OF CONFIRMATION OF  
FIRST AMENDED PLAN (DOC. #81)**

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I, ANDREW CULLEN, hereby declare as follows based upon my personal knowledge:

1. I am over the age of 18 years and I am competent to testify as to the matters herein.
2. I am the only member of the Debtor, who is the proponent of the First Amended Plan (Doc. 81) and I submit this Declaration in support of confirmation of that Plan.
3. The Plan was filed in good faith and not by any means forbidden by law. The Debtor proposed the Plan with the legitimate and honest purpose of maximizing the value of the Debtor's assets and the recovery to creditors under the circumstances of the Subchapter V Chapter 11 Case.
4. Any payment made or to be made by the Debtor for services or for costs and expenses in connection with the Chapter 11 Case, including all administrative expense claims under Section 503 of the Bankruptcy Code, or in connection with the Plan and incident to the

Subchapter V Chapter 11 Case, has been approved by, or is subject to the approval of, the Court as reasonable.

5. Upon information and belief, the business of the Debtor is not subject to governmental regulation of rates.

6. The Plan provides for the repayment to secured creditors of the value of the collateral and a quarterly distribution to all general unsecured creditors.

7. The only creditor that cast a vote to reject the Plan, Ally Bank (“Ally”), as a Class 3 claimant, has changed its vote to accept the Plan. As a result, all Impaired Classes that have voted, have voted to accept the Plan. The only priority claimant, the State of Indiana, under Section 507(a) of the Bankruptcy Code failed to vote, but will be paid in full on their allowed claim and are not impaired.

8. The Debtor has 19 employees, but none are currently participation in the retirement plan other than Andrew Cullen. Beginning November 1, 2020, two employees began contributing to the plan. There are no claims for retiree benefits, as that term is defined in Section 1114 of the Bankruptcy Code, in this Chapter 11 Case.

9. No domestic support obligations, as that term is defined in Section 101(14A) of the Bankruptcy Code, exist in this Chapter 11 Case.

10. The only objection to confirmation of the Plan was filed by the Subchapter V Trustee, which will be resolved in a modification or a Second Amended Plan.

11. To the extent that transfers of property under the Plan are made by the Debtor, such transfers shall be made in accordance with any applicable provisions of the non-bankruptcy law that govern the transfer of property by a corporation or trust that is not a moneyed, business, or commercial corporation or trust.

12. The principal purpose of the Plan is not the avoidance of taxes or the avoidance of the application of Section 5 of the Securities Act of 1933, and there has been no objection filed by any governmental unit asserting the contrary.

13. The Debtor solicited votes to accept or reject the Plan in good faith and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Order Setting Deadline (Doc. 52).

14. The Debtor has exercised reasonable business judgment in determining whether to assume or reject any executory contracts and unexpired leases of the Debtor. The assumption of the rental lease is essential for the successful reorganization of the Debtor and consummation of the Plan.

15. Any conditions to confirmation set forth in the Plan have been satisfied, waived, or will be satisfied by entry of the Confirmation Order.

Pursuant to 28 U.S.C. Section 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 2th day of November, 2020.

/s Andrew Cullen  
Andrew Cullen